



Board of Directors:  
Misty Perez, Chair  
Luis Mendez, Vice Chair  
Jess Lopez, Board Member  
Anthony Ocampo, Board Member  
Richard Rollins, Board Member

**AGENDA**  
**HUENEME HOUSING, INC.**  
**City of Port Hueneme, 250 North Ventura Road**  
**Tuesday, December 9, 2025**  
**Board Meeting at 4:00 PM**

In compliance with the Americans with Disabilities Act, Hueneme Housing, Inc. will provide a reasonable accommodation, including but not limited to American Sign Language Interpretation, Translation Services and alternative public comment option if requested 72 hours before the meeting. Request for a reasonable accommodation for a Board meeting should be made to 805-986-6532 or [vvasquez@cityofporthueneme.org](mailto:vvasquez@cityofporthueneme.org).

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All supporting documentation for this meeting is available for public review in the Hueneme Housing, Inc. office located at 746 Industrial Avenue, Port Hueneme, CA 93041.

**1. OPENING ITEMS**

<b>Subject</b>	<b>1.01 Call to Order</b>
Meeting	December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM
Category	1. Opening Items
Type	Procedural

<b>Subject</b>	<b>1.02 Roll Call</b>
Meeting	December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM
Category	1. Opening Items
Type	Procedural

**ROLL CALL:**

Director Lopez  
Director Mendez  
Director Ocampo  
Director Perez  
Director Rollins

**Subject** **1.03 Adopt Agenda**  
**Meeting** December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM  
**Category** 1. Opening Items  
**Type** Action  
**Recommended Action:** Recommend approval as presented  
**Motion:** \_\_\_\_\_ **Second:** \_\_\_\_\_ **Vote:** \_\_\_\_\_  
**ROLL CALL VOTE:**  
Director Lopez  
Director Mendez  
Director Ocampo  
Director Perez  
Director Rollins

## **2. CLOSED SESSION**

**Subject** **2.01 No Closed Session**  
**Meeting** December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM  
**Category** 2. Closed Session  
**Type** Procedural

## **3. PUBLIC COMMENTS ON ITEMS NOT ON THE AGENDA**

**Subject** **3.01 Public Comments on items not on the agenda**  
**Meeting** December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM  
**Category** 3. Public Comments on items not on the agenda  
**Type** Procedural

## **4. CONSENT ITEMS**

**Subject** **4.01 Approval of Minutes**  
**Meeting** December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM

Category	4. Consent Items	
Type	Action	
Recommended Action:	Approval of Minutes	
Motion:_____	Second:_____	Vote:_____

**ROLL CALL VOTE:**

Director Lopez  
 Director Mendez  
 Director Ocampo  
 Director Perez  
 Director Rollins

**Subject** **4.02 Approve Treasurer Report**

Meeting	December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM	
Category	4. Consent Items	
Type	Action	
Recommended Action:	Approve Treasurer Report	
Motion:_____	Second:_____	Vote:_____

**ROLL CALL VOTE:**

Director Lopez  
 Director Mendez  
 Director Ocampo  
 Director Perez  
 Director Rollins

**5. FORMAL ACTION ITEMS**

<b>Subject</b>	<b>5.01 Adopt the 2026 Board Meeting Calendar</b>
Meeting	December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM
Category	5. Formal Action items

Type	Action	
Recommended Action:	Adopt the 2026 Board Meeting Calendar	
Motion:_____	Second:_____	Vote:_____
ROLL CALL VOTE:		
Director Lopez Director Mendez Director Ocampo Director Perez Director Rollins		
<b>Subject</b>	<b>5.02 Approve the Amendment to the Hueneme Housing, Inc. Bylaws</b>	
Meeting	December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM	
Category	5. Formal Action items	
Type	Action	
Recommended Action:	Approve Amendment to the Hueneme Housing, Inc. Bylaws	
Motion:_____	Second:_____	Vote:_____
ROLL CALL VOTE:		
Director Lopez Director Mendez Director Ocampo Director Perez Director Rollins		
<b>6. INFORMATION/REQUEST FOR AGENDA ITEMS</b>		
<b>Subject</b>	<b>6.01 Directors and Officers Report</b>	
Meeting	December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM	
Category	6. Information Items	

Type Information Directors and Officer's Report – Directors and/or Officers may ask a question for clarification; make brief announcements or brief report on their activities; provide a reference to staff or other resources for factual information, request staff to report back the Board at a subsequent meeting regarding any matter; or request staff to place an item of business on a future Board Agenda.

*No action will be taken on this item at this meeting*

## **7. ADJOURNMENT**

<b>Subject</b>	<b>7.01 Adjournment</b>
Meeting	December 9, 2025 – Hueneme Housing Inc., Board Meeting at 4:00 PM
Category	7. Adjournment
Type	Information



**Minutes  
Special Board Meeting**

**Wednesday, October 15, 2025 at 6:00 PM  
City of Port Hueneme Housing Authority  
746 Industrial Avenue, Port Hueneme, CA 93041**

**1. OPEN SESSION**

**1.01 Call to Order**

The meeting was called to order at 6:02 p.m.

**1.02 Roll Call**

Two board members were present (Lopez, Perez).

**1.03 Adopt Agenda**

**Motion**

**Action:** M/S/C (Perez, Lopez) to adopt the October 15, 2025 agenda.

**Vote:** Ayes: Lopez and Perez; Noes: None; Absent: None.

**2. CONSENT ITEMS**

**2.01 No Consent Items**

None.

**3. PUBLIC COMMENT**

**3.01 Public Communication**

No public speakers.

Cameron Goodman, Legal Counsel for Hueneme Housing, Inc. stated that due to the nature of the first meeting, and only having two current board members the board members are authorized to take action on the next agenda item to potentially approve/deny the requested bylaws before appointing three additional board members to change the board structure from two council members to a board of five.

**4. FORMAL ACTION ITEMS**

**4.01 Review of Bylaws/Appointment of Directors/Chair and Vice Chair**

**Recommend to approve the revised bylaws.**

**Motion**

**Action:** M/S/C (Perez, Lopez) approving the revised bylaws.

**Vote:** Ayes: Lopez and Perez; Noes: None; Absent: None.

**Rectified Action:** M/S/C (Lopez, Ocampo) motion item to approve the bylaws after three additional board members were appointed.

**Vote:** Ayes: Lopez, Mendez, Ocampo, Perez, and Rollins; Noes: None; Absent: None.

**Appoint Luis Mendez as board member for Hueneme Housing, Inc.**

**Motion:**

**Action:** M/S/C (Lopez, Perez) to appoint Luis Mendez to the Hueneme Housing, Inc. Board.

**Vote:** Ayes: Lopez and Perez; Noes: None; Absent: None.

**Appoint Anthony Ocampo as board member for Hueneme Housing, Inc.**

**Motion:**

**Action:** M/S/C (Lopez, Perez) to appoint Anthony Ocampo to the Hueneme Housing, Inc. Board.

**Vote:** Ayes: Lopez and Perez; Noes: None; Absent: None.

**Appoint Rich Rollins as board member for Hueneme Housing, Inc.**

**Motion:**

**Action:** M/S/C (Lopez, Perez) to appoint Rich Rollins to the Hueneme Housing Inc., Board.

**Vote:** Ayes: Lopez and Perez; Noes: None; Absent: None.

**Appoint Misty Perez as Chair and Luis Mendez as Vice Chair.**

**Motion:**

**Action:** M/S/C (Rollins, Lopez) to appoint Misty Perez as Chair and Luis Mendez as Vice Chair.

**Vote:** Ayes: Lopez, Mendez, Ocampo, Perez, and Rollins; Noes: None; Absent: None.

#### **4.02 Appointment of Officers**

**Motion:**

**Action:** M/S/C (Lopez, Mendez) to appoint three officers the Vice President (Jessica Cerdá), Treasurer (Robert Rocha) and Secretary (Vanessa Vasquez).

**Vote:** Ayes: Lopez, Mendez, Ocampo, Perez, and Rollins; Noes: None.; Absent: None.

#### **4.03 Budget Approval**

**Motion:**

**Action:** M/S/C (Mendez, Ocampo) to approve the budget for Hueneme Housing, Inc.

**Vote:** Lopez, Mendez, Ocampo, Perez, and Rollins; Noes: None.; Absent: None.

### **5. CLOSED SESSION**

Adjourned to Closed Session at 6:26 p.m.

**5.01 Conference with Real Property Negotiators Real Property Address: 746 Industrial Avenue, Port Hueneme, CA Negotiator(s): Gabriela Basua, President Hueneme Housing Inc., Under Negotiation: Price and Terms**

Reconvene from Closed Session at 6:38 p.m.

Hueneme Housing, Inc. Legal Counsel Cameron Goodman stated there was no reportable action.

### **6. INFORMATION/REQUEST FOR AGENDA ITEMS**

#### **6.01 Directors and Officers Report**

As a future agenda item and at the suggestion of Director Lopez and Perez, all board members agreed to recommend the addition of two additional board members to Hueneme Housing, Inc.

## **7. ADJOURNMENT**

**7.01** The meeting was adjourned at 6:43 p.m.

I certify that the above is a true and correct copy of the minutes of the Hueneme Housing, Inc. Special Board meeting on Wednesday, October 15, 2025.

ATTEST: \_\_\_\_\_

Misty Perez, Board Chair

ATTEST: \_\_\_\_\_

Vanessa Vasquez, Board Secretary



# HUENEME HOUSING, INC.

TO: The Board of Directors  
FROM: Robert Rocha, Treasurer  
SUBJECT: Treasurer Report  
DATE: December 9, 2025

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## AGENDA PLACEMENT:

Communication

Action Item

## RECOMMENDATION:

Review and accept the Treasurer's Report for period October 1, 2025 to November 30, 2025.

## BACKGROUND:

The attached Treasurer's report lists Deposits and Disbursements for the period of October 1, 2025 through November 30, 2025. The Treasurer certifies that the disbursements were drawn in payment of demands conforming to the adopted budget and that these demands are being presented to the Board at its first meeting after the delivery of the checks and electronic payments.

## FISCAL IMPACT:

There is no fiscal impact.

## ATTACHMENTS:

A. Treasurer's Report

# Treasurer's Report

Hueneme Housing Inc

October 1, 2025 – November 30, 2025

## Checking Account

<b>Balance on hand 10/1/2025</b>	<b>\$0</b>
<b>INCOME</b>	
10/20 Deposit	\$2,024
10/21 Transfer	\$227,348
10/23 eDeposit	\$25,479
10/31 Interest	\$.77
10/31 Deposit	\$70,208
11/4 eDeposit	\$6,220
11/4 City of PH Dep	\$70,105
11/5 eDeposit	\$8,903
11/5 Deposit	\$3,214
11/6 Deposit	\$3,681
11/12 Deposit	\$363
11/17 eDeposit	\$2,569
11/18 Deposit	\$477
11/20 Deposit	\$60
11/25 Deposit	\$685
11/28 Interest	\$3.30
<b>TOTAL INCOME</b>	<b>\$421,340.07</b>

## EXPENSES

11/4 Chase CC	\$3,261.26
Ace Hardware	\$78.28
Best Buy	\$1390.19
State of California	\$230.18
State of California	\$230.18
TROY Printer	\$1263.56
Secretary of State	\$25.00
Ace Hardware	\$43.87
11/17 ACH – TK Elevator	\$1,766.82
11/20 Check - Robert Rocha	\$743.75

# Treasurer's Report

Hueneme Housing Inc

October 1, 2025 – November 30, 2025

11/21 Check - George Shoup	\$52.62
11/24 Check - DELL	\$334.63
<u>11/24 ACH – TK Elevator</u>	<u>\$12,540.67</u>
<b>TOTAL EXPENSES</b>	<b>\$18,699.75</b>
 <b>BALANCE ON HAND 11/30/2025</b>	 <b>\$402,640.32</b>



TO: The Board of Directors  
FROM: Gabriela Basua, President  
SUBJECT: 2026 Board of Directors Meeting Schedule  
DATE: December 9, 2025

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**AGENDA PLACEMENT:**

Communication

Action Item

**RECOMMENDATION:**

It is recommended that the Board adopt the proposed 2026 meeting schedule.

**BACKGROUND:**

Hueneme Housing Officers are recommending adopting a meeting schedule for next calendar year to assist with agenda planning and Hueneme Housing Inc., business. The proposed 2026 schedule contains the following meetings:

- One business meeting per month, held on the second Tuesday of each month (except for the month of August).
- Meeting will be held at the City of Port Hueneme Council Chambers at 4:00pm.
- Annual Goal Session scheduled for the meeting in November.

Should there be a need for Special Meetings, the board President will notify the Board immediately.

**FISCAL IMPACT:**

There is no fiscal impact.

**ATTACHMENTS:**

- A. Calendar

# ATTACHMENT A

## HUENEME HOUSING, INC. BOARD MEETINGS

2026

January 2026						
S	M	T	W	T	F	S
			1	2	3	
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

February 2026						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28

March 2026						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

April 2026						
S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		

May 2026						
S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

June 2026						
S	M	T	W	T	F	S
		1	2	3	4	5
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

July 2026						
S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

August 2026						
S	M	T	W	T	F	S
					1	
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

September 2026						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

October 2026						
S	M	T	W	T	F	S
			1	2	3	4
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

November 2026						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31	29	30		

December 2026						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

### Important dates

- Dark in August

\*All meetings will be held at 250 North Ventura Road, Port Hueneme, CA 93041 in City Hall Council Chambers beginning at 4 p.m.



TO: The Board of Directors  
FROM: Gabriela Basua, President  
SUBJECT: Amendment to Bylaws  
DATE: December 9, 2025

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**AGENDA PLACEMENT:**

Communication

Action Item

**RECOMMENDATION:**

It is recommended that the Board adopt a resolution amending the Bylaws as written.

**BACKGROUND:**

At its October 10, 2025 Board meeting, the Board of Directors directed staff to amend its bylaws and add an additional two Directors to its Board of Directors.

The attached Bylaws reflect the change requested.

**FISCAL IMPACT:**

There is no fiscal impact.

**ATTACHMENTS:**

- A. Recommended Bylaws
- B. Resolution

# ATTACHMENT A

**BYLAWS OF  
HUENEME HOUSING, INC.  
A California Nonprofit Public Benefit Corporation**

**ARTICLE I  
ORGANIZATION**

**Section 1.1 NAME.** The name of this Corporation is Hueneme Housing, Inc. (the "Corporation").

**Section 1.2 PRINCIPAL OFFICE.** The principal office for the transaction of the business of the Corporation is fixed and located in Ventura County, California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within Ventura County. At any time, the Board of Directors may establish branches or subordinate offices at any place where the Corporation is authorized to do business.

**Section 1.3 GENERAL AND SPECIFIC PURPOSES; LIMITATIONS.** This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for public or charitable purposes. This Corporation is organized exclusively for charitable and public benefit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Within the context of the general purposes stated above, the specific purpose of this Corporation shall include, without limitation, provision of rental housing for low and moderate income families and individuals in the City of Port Hueneme, County of Ventura, State of California. This Corporation shall incur indebtedness and issue bonds, debentures, notes, or other forms of indebtedness; lease and purchase real and personal property available for housing and related purposes; construction, improve or provide for same, in whole or in part, housing structures and related facilities; assign, transfer, mortgage, convey in trust, pledge, and hypothecate said property; contract for provision of services or materials necessary for the accomplishment of the general and specific purposes; solicit and accept grants, gifts, devises, or bequests of real or personal property or any interest in property and participate in fundraising activities or efforts necessary to fund the general and specific purposes of the Corporation; to provide or contract for such services, facilities, or property as may be necessary to advance the general and specific purposes; and to provide relief and material benefit to low to moderate income families and individuals in the City of Port Hueneme. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the above purposes. Specifically, this Corporation shall not engage in any activities that are not permitted by **(a)** a corporation that is exempt from federal income tax pursuant to Internal Revenue Code section 501(c)(3), **(b)** a corporation to which contributions are deductible in accordance with Internal Revenue Code section 170(c)(2), or **(c)** no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign.

**Section 1.4 CONSTRUCTION AND DEFINITIONS.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law (California Corporations Code sections 5000 et seq.) shall govern construction of these Bylaws. As used within these Bylaws, the use of the masculine gender shall include feminine and neutral, use of the singular shall include the plural, and the term, “person,” shall include both natural persons and legal entities.

**Section 1.5 DEDICATION OF ASSETS.** The assets of this Corporation are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, whether upon dissolution or otherwise, shall inure to the benefit of any private person, entity, or individual, including, but not limited to, directors or officers of this Corporation, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its general and specific purposes.

**Section 1.6 DISTRIBUTION OF ASSETS UPON DISSOLUTION.** Upon winding up or dissolution of this Corporation, all properties or assets of the Corporation remaining after payment or provision for payment of all debts and liabilities shall be distributed to the City of Port Hueneme and/or the Port Hueneme Housing Authority, both tax-exempt governmental organizations.

## **ARTICLE II** **MEMBERSHIP**

**Section 2.1 MEMBERS PROHIBITED.** This Corporation shall have no members within the meaning of California Corporations Code section 5056.

**Section 2.2 ASSOCIATES.** The Board of Directors may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in California Corporations Code section 5056.

## **ARTICLE III** **BOARD OF DIRECTORS**

**Section 3.1 NUMBER.** The Board of Directors shall consist of at least ~~five~~Seven (75) Directors, subject to change only by amendment of these Bylaws. Two Councilmembers for the City of Port Hueneme shall serve on the Board of Directors in an *ex officio* capacity. ~~Three~~Five (53) Board of Directors shall be appointed upon recommendation of the Chair .

**Section 3.2 BROWN ACT.** The business of the Corporation, including, without limitation, conduct of meetings, notice of meetings, posting of agendas and contents thereof shall

be in conformity with the California Open Meetings Act (“Brown Act,” Gov. Code, §§ 54950 *et seq.*).

**Section 3.2 ROSENBERG’S RULES OF ORDER.** To the extent not in conflict with the Brown Act, all proceedings by the Board of Directors shall comply with the latest edition of the Rosenberg’s Rules of Order. However, no action of the Board of Directors shall be invalidated by failure to observe or follow said rules.

**Section 3.3 QUORUM.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of any corporate business except adjournment. Every decision made or action taken by the majority of the Directors present during a duly-held meeting at which a quorum is present shall constitute an act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, provided any action taken or decision made is approved by a majority of Directors constituting a quorum. Nothing contained within this Section is intended to conflict with the Brown Act or California Nonprofit Corporation Law requiring a majority of Directors then in office, including, but not limited to, **(a)** approval of contracts or transactions in which a Director has a direct or indirect financial interest, **(b)** approval of certain transactions between corporations having common directorships, **(c)** creation of and appointments to committees of the Board of Directors, and **(d)** indemnification of Directors.

**Section 3.4 POWERS OF THE BOARD OF DIRECTORS.** Subject to the provisions contained within the Articles of Incorporation, these Bylaws, or California Law, all corporate powers of the Corporation shall be exercised by, or under the authority of, the Board of Directors who shall manage the business and affairs of this Corporation. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without limiting these general powers, the Board of Directors shall possess the following powers:

**(a)** To select and remove all the other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as is consistent with the law, the Articles of Incorporation, these Bylaws, including, but not limited to, fixing compensation and/or requiring security for faithful service.

**(b)** To conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations consistent with the law, the Articles of Incorporation, and these Bylaws.

**(c)** To borrow money, lend money, and incur debts for the purposes of the Corporation, including, but not limited to, executing and delivering, or causing the execution and delivery, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations,

or other evidence of debts and securities in the corporate name in furtherance of the corporate purposes.

**Section 3.5 TERMS; ELECTION OF SUCCESSORS.** Directors shall be two (2) City Councilmembers for the City of Port Hueneme serving in *ex officio* capacity with such terms to coincide with the four (4) year terms of election for City Councilmembers. Each Director, including a Director to fill a vacancy, shall hold office until that Director's earlier resignation or removal in accordance with, these Bylaws, and/or California Nonprofit Corporations Law.

**Section 3.6 DIRECTORS AND FIDUCIARIES.** Each member of the Board of Directors shall serve in a fiduciary capacity and shall refrain from exercising any powers or in taking any actions that would disqualify the Corporation from its tax-exempt status under Federal and State laws. Each member of the Board of Directors shall refrain from exercising any powers or in taking any actions that would disqualify any gift from deduction as a charitable contribution by the donor or his or her estate, or subject said gift to income, gift, or estate taxation.

### **Section 3.7 VACANCIES.**

**(a) EVENTS CAUSING VACANCY.** A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following (i) the death, resignation, or removal of any Director, ii) whenever the authorized number of Directors is increased, (iii) recall election of the Director's City Council seat, or (iv) any other valid legal process to remove a local official from office, including, without limitation, Government Code sections 3000 *et seq.* or *quo warranto* proceedings.

**(b) REMOVAL.** Directors may be removed by the procedures authorized by California Law pertaining to the removal of elected officials for a local agency, including, without limitation, recall election, Government Code sections 3000 *et seq.*, or *quo warranto*.

**(c) NO REMOVAL ON REDUCTION OF NUMBER OF DIRECTORS.** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

**(d) RESIGNATIONS.** Subject to California Corporations Code section 5226, any Director may resign, by giving written notice to the Chairperson, the President, the Secretary, or the Board. Such a written notice will be effective on the later of (i) the date it is delivered, or (ii) the time specified in the written notice that the resignation is to become effective.

**Section 3.8 REGULAR MEETINGS.** Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget, and transaction of other

business. Other regular meetings of the Board may be held at such time and place as the Board may specify from time to time by resolution.

**Section 3.9 SPECIAL MEETINGS.** Special meetings of the Board for any purpose may be called at any time by the Chairperson, the President, the Secretary, or any two Directors.

**Section 3.10 PLACE OF MEETINGS.** Regular and special meetings of the Board may be held at any place within or outside the State that has been designated in the notice, or, if there is no notice, designated by resolution of the board. If the place of a regular or special meeting is not designated in the notice or fixed by resolution of the Board, it shall be held at the principal office of the Corporation.

**Section 3.11 NOTICE OF MEETINGS.** Shall be in accordance with the Brown Act.

**Section 3.12 NOTICE CONTENTS.** The notice shall be in the form of an agenda and shall be in compliance with the Brown Act.

**Section 3.13 ADJOURNMENT.** A majority of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**Section 3.14 FEES AND COMPENSATION OF DIRECTORS.** A Director may not receive fees or compensation for serving on the Board of Directors. Any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties as a Director when such duties and reimbursement are approved by the Board.

**Section 3.15 NONLIABILITY OF DIRECTORS.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## **ARTICLE IV**

### **OFFICERS**

**Section 4.1 OFFICERS.** The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers as are appointed by the Board of Directors. When the duties of the Officers do not conflict, any two or more offices, except President and Secretary, may be held by the same person.

**Section 4.2 ELECTION AND TENURE OF OFFICERS.** Except those Officers appointed at the initial meeting of the Board of Directors, Officers shall be elected by the Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, his or her resignation, or removal. There shall be no restriction on consecutive terms.

**Section 4.3 REMOVAL AND RESIGNATION OF OFFICERS.** Any Officer elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, between the removed Officer and the Corporation. Any Officer may resign at any time by providing written notice to the Board of Directors, the President, or the Secretary of the Corporation.

**Section 4.4 VACANCIES.** A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired term of the Officer replaced.

#### **Section 4.5 RESPONSIBILITIES OF OFFICERS.**

**(a) PRESIDENT.** The President shall be the principal executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise, direct, and control all of the business and affairs of the Corporation and the Officers thereof. The President shall represent the Corporation at all public functions, unless another person has been designated to serve in that capacity by the Board of Directors. The President may sign, together with the Secretary (or any other Officer so designated by the Board), any deeds, mortgages, bonds, contracts, agreements, or other instruments that the Board of Directors have authorized to be executed, except in such cases where the signing execution thereof shall be expressly delegated by the Board, the Bylaws, or by statute to another Officer or agent of the Corporation. In addition, the President shall have all general powers and perform all duties as may be prescribed by the Board of Directors or by these Bylaws.

**(c) EXECUTIVE AND OTHER VICE PRESIDENTS.** In the absence of the President or in the event of his or her inability or refusal to act, the Executive or other Vice President shall perform all the duties of the President and, when so acting, have all the powers and be subject to the restrictions upon, the President. The Executive or other Vice President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**(d) SECRETARY.** The Secretary shall keep the minutes of all meetings of the Board of Directors, and all committees, if any, in one or more books provided for that purpose. The Secretary shall cause all notices of all meetings to be given in accordance with the Brown Act, these Bylaws, or as otherwise required by law. The Secretary shall be the custodian of the Corporation's records and of the seal of the Corporation and shall cause said seal to be affixed to all documents to which the Corporation has authorized. The Secretary shall have such other powers as may be from time to time prescribed by the Board of Directors or these Bylaws.

**(e) TREASURER.** The Treasurer shall have charge and custody of and be responsible for all funds, securities, and/or proceeds collected, owned, or received by the Corporation. The Treasurer shall receive and give receipts for monies due and/or payable to the Corporation from any source, and deposit all such monies in the name of the Corporation in such

banks, trusts, or other depositories in accordance with State laws pertaining to banking and investment of public funds and these Bylaws. The Treasurer shall keep a detailed list of all contributions and/or monies received by the Corporation and shall maintain the financial records of the Corporation in accordance with generally accepted accounting principles. The Treasurer shall perform all other duties incident to the office of Treasurer, and such other duties and powers as may be assigned by the President or the Board of Directors. The Treasurer shall be a paid contractor of the corporation.

**(f) ADDITIONAL OFFICERS.** The Board may empower the President to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such a period, have such authority, and perform such duties as are provided in the Bylaws or as the Board from time to time may determine.

**Section 4.6 COMPENSATION OF OFFICERS.** The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board of Directors or the person or committee to whom the Board has delegated this function. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation that relate to the performance of the public benefit purposes of the Corporation. The Board of Directors shall periodically review the fairness of compensation, including benefits, paid to every person regardless of title, with powers, duties, responsibilities comparable to the President, Chief Executive Director, Treasurer, Secretary, and Chief Executive Director (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

## **ARTICLE V** **INDEMNIFICATION OF DIRECTORS, OFFICERS,** **EMPLOYEES, AND OTHER AGENTS**

**Section 5.1 DEFINITIONS.** For purposes of this Article.

**(a) AGENT.** Means any person who is or was a Director, Officers, employee, or other agent of the Corporation, or is or was serving at the Request of the Corporation as a Director, Officer, employee, or agent of another domestic or foreign corporation, the City of Port Hueneme, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

**(b) PROCEEDING.** Means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

**(c) EXPENSES.** Includes, without limitation, all attorneys' fees, costs, any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by

reason of his or her position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article.

**Section 5.2 SUCCESSFUL DEFENSE BY AGENT.** To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

**Section 5.3 SETTLEMENT OR UNSUCCESSFUL DEFENSE BY AGENT.** If an Agent either settles any proceeding referred to in this Article, or in the defense of a claim, issue, or matter therein, or sustains a judgment rendered against him or her, then the provisions of Sections 5.4 through 5.5 shall determine whether the Agent is entitled to indemnification.

**Section 5.4 ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION.** This Section applies to any proceeding other than an action "by or on behalf of the Corporation" as defined in Section 5.5. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this Section as "Third Party proceedings."

**(a) SCOPE OF INDEMNIFICATION IN THIRD PARTY PROCEEDINGS.**

Subject to the required findings to be made pursuant to this Section, the Corporation shall indemnify any person who is or was a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

**(b) REQUIRED STANDARD OF CONDUCT FOR INDEMNIFICATION IN THIRD PARTY PROCEEDINGS.** Any indemnification granted to an Agent pursuant to this Section, is conditioned on the following. The Board must determine, in the manner provided in Section 5.6, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere*, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

**Section 5.5 ACTIONS BROUGHT BY OR ON BEHALF OF THE CORPORATION.** This Section applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director, or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code section 5233, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty

relating to assets held in charitable trust. Such proceedings are referred to in this Section as “by or on behalf of the Corporation.”

**(a) SCOPE OF INDEMNIFICATION IN PROCEEDING BY OR ON BEHALF OF THE CORPORATION.** Subject to the required findings to be made, and exclusions stated, pursuant to this Section, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding.

**(b) REQUIRED STANDARD OF CONDUCT FOR INDEMNIFICATION IN PROCEEDING BY OR ON BEHALF OF THE CORPORATION.** Any indemnification granted to an Agent pursuant to this Section is conditioned on the following. The Board must determine, in the manner provided in Section 5.6, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**(c) CLAIMS SETTLED OUT OF COURT.** If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

**(d) CLAIMS AND SUITS AWARDED AGAINST AGENT.** If any Agent is adjudged to be liable to the Corporation in the performance of the Agent’s duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such agent for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met (i) the determination of good faith required in this Section must be made in the manner provided in Section 5.6, and (ii) upon application, the court in which the proceeding was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

**Section 5.6 DETERMINATION OF AGENT’S GOOD FAITH CONDUCT.** The indemnification granted to an Agent in Sections 5.4 and 5.5 is conditioned on the findings required by those Sections being made by (i) the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, or (ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by the

Corporation, the Agent, the attorney, or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

**Section 5.7 LIMITATIONS.** No indemnification or advance shall be made pursuant to this Article, except as provided by Sections 5.4-5.6 above, in any circumstances when it appears (i) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation or of these Bylaws, State law, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 5.8 ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by this Corporation before a final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

**Section 5.9 CONTRACTUAL RIGHTS OF NON-DIRECTORS/OFFICERS.** Nothing contained within this Article shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

**Section 5.10 INSURANCE.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the Agent in such a capacity or arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against that liability under the provisions of this Article.

## **ARTICLE VI** **RECORDS AND REPORTS**

**Section 6.1 MAINTENANCE OF CORPORATE RECORDS.** The Corporation shall keep (i) adequate and correct books and records of account, and (ii) minutes in written form of the proceedings of its members, Board of Directors, and Committees of the Board of Directors. All such records shall be kept at the Corporation's principal office.

**Section 6.2 ARTICLES OF INCORPORATION AND BYLAWS.** The Corporation shall keep the original or copy of the Articles of Incorporation and Bylaws as amended to date at its principal office.

**Section 6.3 PUBLIC INSPECTION OF RECORDS.** Records of the Corporation shall be subject to the California Public Records Act (Gov. Code, §§ 7920.000 *et seq.*), which shall govern the release and/or disclosure of such records.

## **ARTICLE VII** **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

**Section 7.1 EXECUTION OF INSTRUMENTS.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation to any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 7.2 CHECKS AND NOTES.** Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

**Section 7.3 DEPOSITS.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Treasurer may select.

**Section 7.4 GIFTS.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any general or special purpose of the Corporation.

## **ARTICLE VIII** **MISCELLANEOUS PROVISIONS**

**Section 8.1 TAX YEAR.** The tax year of the Corporation shall be the fiscal year commencing on July 1 and ending June 30 of each year.

**Section 8.2 PARLIAMENTARY RULES.** Rosenberg's Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Brown Act, Articles of Incorporation, these Bylaws, or with the statutes of the State of California.

**Section 8.3 ANNUAL AUDIT AND PERIODIC FINANCIAL REPORTS.** The Board of Directors may cause an independent audit of the financial affairs of the Corporation to be made on an annual basis and shall cause periodic financial reports to be prepared either by the Treasurer or an accountant employed for this purpose.

## **ARTICLE IX** **AMENDMENTS**

**Section 9.1 AMENDMENTS TO BYLAWS.** These Bylaws may be adopted, amended, or repealed by a vote of the majority of members of the Board of Directors at any Board of Directors meeting.

## CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected Secretary of Hueneme Housing, Inc., a California nonprofit public benefit corporation, and the above Bylaws, consisting of thirteen (13) pages, including this page, are the Bylaws of the Corporation as adopted by the Board of Directors on October 15, 2025; and that these Bylaws have not been amended or modified since that date.

Executed on December 9~~October 15~~, 2025, at Port Hueneme, California.

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Vanessa Vasquez, Secretary

## **ATTACHMENT B**

### **RESOLUTION NO. 2025-1**

#### **A RESOLUTION OF THE BOARD OF DIRECTORS FOR HUENEME HOUSING INC. PORT HUENEME, CALIFORNIA, ADOPTING UPDATED BYLAWS**

WHEREAS, The Board of Directors of Hueneme Housing Inc., is authorized to amend its Bylaws: and,

WHEREAS, The Board of Directors of Hueneme Housing Inc., wishes to adopt the updated bylaws which are intended to enhance efficiency and effectiveness of its Board.

NOW, THEREFORE, the Board of Directors of Hueneme Housing Inc., does hereby resolve, find, determine, and orders as follows:

Section 1: The Hueneme Housing Inc., ByLaws attached to this resolution and incorporated by this reference are approved and shall be used for Hueneme Housing Inc., and other meetings as referenced, after December 9, 2025.

The foregoing Resolution was adopted by the Board of Directors of Hueneme Housing Inc., on \_\_\_\_\_, by the following vote.

Ayes:

Noes:

Absent:

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Misty Perez, Chair

ATTEST:

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Vanessa Vasquez  
Secretary

APPROVED AS TO FORM:

Mark Manion

By: \_\_\_\_\_

Mark Manion  
Hueneme Housing Inc., Attorney

EXHIBIT:

Exhibit 1: Hueneme Housing Inc., Bylaws.